

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION OMB APPROVAL

OMB NUMBER: 3235-0076

April 30, 2008 Expires: Estimated average burden hours per16.00

SEC USE ONLY Prefix Serial DATE RECEIVED

Name		

(check if this is an amendment and name has changed, and indicate change.)

Class A Common Stock and Class B Common Stock of iCue TV, Inc.

Filing Under (Check box(es) that apply):

Address of Principal Business Operations

(if different from Executive Offices)

☐ Rule 504

☐ Rule 505

■ Rule 506

☐ Section 4(6)

response

□ ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

Enter the information requested about the issuer

Name of Issuer

(check if this is an amendment and name has changed, and indicate change.)

iCue TV, Inc.

Address of Executive Officers

(Number and Street, City, State, Zip Code)

Telephone Number (Inch

1-(856)-866-8177

Suite 4, Ellipse, 4201 Church Road, Mount Laurel, NJ 08054

(Number and Street, City, State, Zip Code)

Month

Telephone Number (Including Area Code)

Brief Description of Business

The Company is engaged in the development, distribution and management of interactive television and communication systems.

Type of Business Organization

corporation limited partnership, already formed business trust П limited partnership, to be formed

other (please specify):

Year

Actual or Estimated Date of Incorporation or Organization:

2007

 Actual □ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Who Must File: All issues making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to the address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 OF 9

A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer:
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partner of partnership issuers.								
Check Box(es) that Apply:	☑ Promoter	Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner			
Full Name (Last name first,	f individual)							
Huegel, Michael								
Business or Residence Address	•	- · · · · · · · · · · · · · · · · · · ·)					
Suite 4, Ellipse, 4201 Chu	rch Road, Mou	nt Laurel, NJ 08054						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	■Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first,	if individual)							
Huegel, Patrick								
Business or Residence Addr	•)					
Suite 4, Ellipse, 4201 Chu	rch Road, Mou	nt Laurel, NJ 08054						
Check Box(es) that Apply:	■ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner			
Full Name (Last name first,	f individual)							
Singley, George								
Business or Residence Addre Suite 4, Ellipse, 4201 Chu	· ·	•)					
Check Box(es) that Apply;	☑ Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or Managing Partner			
Full Name (Last name first,	f individual)							
Gallagher, Bernard								
Business or Residence Addr	ess (Number and S	Street, City, State, Zip Code)					
Suite 4, Ellipse, 4201 Church Road, Mount Laurel, NJ 08054								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner			
Full Name (Last name first, Buckley, Walter	f individual)							
Business or Residence Addre	ss (Number and S	Street, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·				
c/o Internet Capital Grou	p, 690 Lee Road	I, Suite 130, Wayne, PA	19087					
Check Box(es) that Apply:	☐ Promoter	☐ Betteficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner			
Full Name (Last name first,	f individual)							
Thompson, William								
Business or Residence Addre	ss (Number and S	treet, City, State, Zip Code)					
P.O. Box 2376, Horsham,	PA 19044			<u></u>				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner			
Full Name (Last name first, i	f individual)							
Frenandez, Robert								
Business or Residence Address (Number and Street, City, State, Zip Code)								
c/o Moxie Pictures, 18 East 16th Street, 4th Floor, New York, NY 10003								
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
BMG Holdings, LLC								
Business or Residence Address (Number and Street, City, State, Zip Code)								
c/o Bernard Gallagher, 16	Katie's Pond F	toad, Princeton, NJ 0854	10					

Check Box(es) that Apply:	romoter Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individ	dual)							
Riverside Management Group, L	LLC							
Business or Residence Address (Num	nber and Street, City, State, Zip Code)						
200 Railroad Avenue, Greenwich	h, CT 06830							
Check Box(es) that Apply:	romoter 🗵 Beneficial Owner	□Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individ	dual)							
RMG iCue TV, LLC								
Business or Residence Address (Num	nber and Street, City, State, Zip Code)						
200 Railroad Avenue, Greenwich, CT 06830								
Check Box(es) that Apply;	romoter 🗵 Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individ	dual)							
Thompson, John								
Business or Residence Address (Num	nber and Street, City, State, Zip Code)						
P.O. Box 2376, Horsham, PA 190	044							
Check Box(es) that Apply:	romoter Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individ	dual)	<u> </u>						
TVI Corp.								
Business or Residence Address (Number and Street, City, State, Zip Code)								
Suite 1704 Delaware Avenue, Wilmington, DE 19801								

Answer also in Appendix, Column 2, if filing under ULOE 2. What is the minimum investment that will be accepted from any individual?		Has the iss	suer sold, or	does the iss	uer intend to									
2. What is the minimum investment that will be accepted from any individual?	2.					sell, to nor	n-accredited	investors in	this offering	;?	***************************************	***********		No ⊠
*The Company provided a wavier for two individuals that allowed them to invest at lower than the minimum. 3. Does the offering permit joint ownership of a single unit?	2.				Answer als	o in Append	lix, Column	2, if filing u	nder ULOE					
The Company provided a wavier for two individuals that allowed them to invest at lower than the minimum. 3. Does the offering permit joint ownership of a single unit?										\$ <u>100</u>	, 000			
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar renumeration for solication of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)														
similar renumeration for solication of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	3.	Does the offering permit joint ownership of a single unit?								_	No □			
Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	4.	similar renumeration for solication of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the												
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Full Na	me (Last nan	e first, if in	dividual)										
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Busine	ss or Residen	e Address (Number and	Street, City	, State, Zip	Code)	···						
(Check "All States" or check individual States)	Name (of Associated	Broker or D	Dealer								-		
AL AK AZ AR CA CO CT DE DC FL GA HI D IL IN IA KS KY LA ME MD MA MI MN MS M MT NE NV NH NJ NM NY NC ND OH OK OR P RI SC SD TN TX UT VT VA WA WV WI WY P Full Name (Last name first, if individual)	States	n Which Pers	on Listed H	as Solicited	or Intends to	Solicit Pur	chasers							
IL IN IA KS KY LA ME MD MA MI MN MS M MT NE NV NH NJ NM NY NC ND OH OK OR P RI SC SD TN TX UT VT VA WA WV WI WY P Full Name (Last name first, if individual)		(Check "A	All States" of	r check indiv	vidual States	i)				*****************			□ All S	tates
MT NE NV NH NJ NM NY NC ND OH OK OR P RI SC SD TN TX UT VT VA WA WV WI WY P Full Name (Last name first, if individual)		AL	AK	AZ	AR	CA	CO	СТ	DE	DC	FL	GA	ні	ID
RI SC SD TN TX UT VT VA WA WV WI WY P Full Name (Last name first, if individual)		IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
Full Name (Last name first, if individual)		MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	OK	OR	PA
		RI	SC	SD	TN	TX	บา	VT	VA	WA	wv	WI	WY	PR
Business or Residence Address (Number and Street, City, State, Zip Code)	Full Na	ame (Last nam	ne first, if in	diviđual)	<u> </u>				 -					
	Busine	ss or Residen	ce Address (Number and	l Street, City	, State, Zip	Code)			 -	· · · · · ·	 -	<u></u> -	
Name of Associated Broker or Dealer	Name (of Associated	Broker or D	Dealer										
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	States i	in Which Pers	on Listed H	as Solicited	or Intends to	Solicit Pur	chasers				·			
(Check "All States" or check individual States)		(Check "A	All States" of	r check indiv	vidual States	s)					*************		□ All S	tates
AL AK AZ AR CA CO CT DE DC FL GA HI I		AL	AK	AZ	AR	CA	co	CT	DE	DC	FL	GA	HI	ID
IL IN IA KS KY LA ME MD MA MI MN MS M		IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
		MT	NE	NV			NM							PA
		RI	SC	SD	אד	ТХ	UΤ	VT	=	WA	_		WY	PR
Full Name (Last name first, if individual)	Full Na	ame (Last nan	ne first, if in	dividual)		 -	_					· · · · · · · · · · · · · · · · · · ·	 -	
Business or Residence Address (Number and Street, City, State, Zip Code)	Busine	ss or Residen	ce Address (Number and	f Street, City	, State, Zip	Code)		· -					
Name of Associated Broker or Dealer	Name	of Associated	Broker or D	Dealer					_				<u></u>	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	States	n Which Pers	on Listed H	as Solicited	or Intends to	Solicit Pur	chasers							
	(Check "All States" or check individual States)							All Stat	tes					
							_	_	_				IH	ID
		IL]	ĪN	1A	KS			=	MD	MA	MI	MN	MS	МО
		MT		=	=		_	_	_	_	_	_	=	PA
			=	=	_		=	_	=	_		=	_	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Enter the aggregate offering price of securi, ies included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Offering Price Already Sold Types of Security Debt \$ 1,659,000 \$ 1,659,000 Equity** ☑ Common □ Preferred Convertible Securities (including warrants) Partnership Interests Other (Specify Total \$ 1,659,000 \$ 1,659,000 Answer also in Appendix, Column 3, if filing under ULOE. **The offering consisted of Class A Common Stock and Class B Common Stock 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount of Investors Purchases \$ 1,659,000 Accredited Investors 8 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Dollar Type of Type of Offering NOT APPLICABLE Amount Sold Security Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities 4. in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs \$ 5,000 Legal Fees Accounting Fees X \$ 3,000 Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total \$<u>8,000</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 5 Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Payments to Officers, Directors, & Affiliates Salaries and fees	C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above. Payments to Officers, Directors, & Affiliates Payments to Others	- Question 1 and total expenses furnish	hed in response to Part C - Question 4.a. This		
be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above. Payments to Officers, Directors, & Affiliates				s <u>1,651,000</u>
Salaries and fees	be used for each of the purposes shown furnish an estimate and check the box payments listed must equal the adjuste	n. If the amount for any purpose is not known, to the left of the estimate. The total of the		
Purchase of real estate			Officers, Directors, &	
Purchase, rental or leasing and installation of machinery and equipment	Salaries and fees		□ \$	□ \$
and equipment	Purchase of real estate		□ \$	□ \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)				□ \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Construction or leasing of plant buildir	ngs and facilities	□ \$	□ \$
Repayment of indebtedness	Acquisition of other businesses (includ offering that may be used in exchange	ling the value of securities involved in this for the assets or securities of another	_	 \$
Working capital	Repayment of indebtedness		□ <u>\$</u>	
Other (specify): Repurchase by the issuer of all its previously outstanding shares of Series A Convertible Preferred Stock and a partial repurchase of outstanding shares of its Common Stock. Column Totals				\$1,651,000
Series A Convertible Preferred Stock and a partial repurchase of outstanding shares of its Common Stock Column Totals				
Total Payments Listed (column totals added)	Series A Convertible Preferred Stock a	and a partial repurchase of outstanding shares of its		
D. FEDERAL SIGNATURE	Column Totals		□ <u>\$</u>	□ \$ <u>1.651.000</u>
	Total Payments Listed (column totals a	□ \$ <u>1</u> .	<u>651,000</u>	
The issuer has duly caused this notice to be signed by the undersigned duly outborized person. If this notice is filed under Pule 505		D. FEDERAL SIGNATURE		
the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	the following signature constitutes an undertaki written request of its staff, the information furni	ng by the issuer to furnish to the U.S. Securities and	Exchange Commi	ssion, upon
Issuer (Print or Type) Signature Date	Issuer (Print or Type)	Signature ////	Date	
iCue TV, Inc. September 30, 2007		//4//	September 3	Q 2007
Name of Signer (Print or Type) Title of Signer (Print or Type) Michael Huggel		· / /	·	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)